LAW OFFICES

ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD ALBERT H. GREENE CARL C. DAVIS* CHARLES T. KAPPLER

JOHN H. DOYLE MILTON C. GRACE *

GEORGE JOHN KETO **
RICHARD N. BAGENSTOS

* NOT A MEMBER OF D.C. BAR * * ALSO A MEMBER OF OHIO BAR

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D. C. RECORDING NO 20006

OF COUNSEL JESS LARSON URBAN A. LESTER

CABLE ADDRESS

TELEPHONE AREA CODE 202 393-2266

TELEX 440348 CDAA UI

D.C. BAR IF OHIO BAR RECOMMENDED AND COMMENT 1125 May 1, 1980 MAY 1 1880 - 1 See 10 THE REPORT OF MIMEROL COMMISSION

Agatha L. Mergenovich, Secretary Interstate Commerce Commission Washington, D.C. 20423

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ICC Washington, D. C.

Dear Madam:

Enclosed for recordation under the provisions of 49 U.S.C. §11303(a) are original and four counterparts of a Statement of New Road Marks dated as of April 29, 1980 ("Document").

The Document relates to 1) a Conditional Sale Agreement and Agreement and Assignment, both dated as of May 1, 1972 which were duly filed and recorded at 3:05 p.m. on June 26, 1972 and assigned Recordation Numbers 6645 and 6645-A, respectively, and 2) Equipment Lease dated as of May 1, 1972 which was duly filed and recorded at 3:05 p.m. on June 26, 1972 and assigned Recordation Number 6646.

The names and addresses of the parties in the original recordations are:

Conditional Sale Agreement and Agreement and Assignment

Vendors and Assignors:

ACF Industries, Incorporated

750 Third Avenue

New York, New York 10017

Ortner Freight Car Co.

2652 Erie Avenue

Cincinnati, Ohio 45208

Vendee:

Trust Company for USL, Inc. Trustee under R. I. Trust No. 4 1211 West 22nd Street Oak Brook, Illinois 60521

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98.11 I TH 11.88

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Agatha L. Mergenovich, Secretary May 1, 1980 Page Two

Agent for Vendee:

United States Leasing International, Inc.

P.O. Box 3985

San Francisco, California 94119

Assignee of Vendors'

Interests

Wells Fargo Bank, N.A.

475 Sansome Street

San Francisco, California 94120

Equipment Lease

Lessor:

Trust Company for USL, Inc.

Trustee under R. I. Trust No. 4

1211 West 22nd Street
Oak Brook, Illinois 60521

Agent for Lessor:

United States Leasing International, Inc.

P.O. Box 3985

San Francisco, California 94119

Lessee:

Chicago, Rock Island and Pacific

Railroad Company

139 West Van Buren Street Chicago, Illinois 60605

A general description of the railroad equipment covered by the Document is set forth in the attached Exhibit A.

The undersigned is agent for United States Leasing International, Inc. named above for the purpose of recording the Document and has knowledge of the matters set forth therein.

Please return the counterparts of the Document not needed for recordation purposes to the bearer hereof.

Also enclosed is a check in the amount of \$20.00 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Very truly yours,

ALVORD AND ALVORD

By Charles T. Kampler

Charles T. Kappler

EXHIBIT A TO THE STATEMENT OF NEW ROAD MARKS DATED AS OF APRIL 29, 1980

	inal Identifying and Number		dentifying and Number
R.I.	131807	R.I.	631750
19	131882	tf	631751
14	132054	11	631752
11	132069	77	631753
11	132204	n	631754
11	13185 2	78	631755
**	132058	11	63175 6
п	132195	n	631757
18	132223	19	631758
71	1319 69	п	63175 9
19	131976	n	631760
**	132108	11	631761
11	132248	п	631762
H	132066	н	631763
11	132232	**	631764
19	1317 79	11	631765
	132208	11	63176 6
11	132202	11	63176 7
**	131838	11	631768
11	1318 97	11	63176 9
11	132046	#1	631770
11	132157	11	631771
tt	1318 33	*11	631772
11	1321 52	11	631773
13	131834	Ħ	631774
11	132219	11	631775
11	132109	11	631776
11	132221	11	631777
**	131903	71	631778
11	132078	11	631779
11	13213 0	**	631780
11	131776	11	631781
11	131920	IT	63178 2
18	131764	19	631783
**	131927	11	631784
18	132010	19	631785
19	132150	Ħ	63178 6
18	132177	ty	63178 7
n .	13207 9	11	63178 8
11	131923	11	63178 9
17	13197 9	11	63179 0

Oria	inal T	dentifying		Nov.	[dentifying
	and N				and Number
Mark	and N	ulimer		Maik	and Number
R.I.	13185	5		R.I.	631791
1/	13178			и.	631792
**	13209			10	631793
11	13208			11	631794
n	13188			19	631795
11	13180			10	631796
11	13192			71	631797
n	13209			19	631798
11	13224			19	631799
19	13223			**	631800
11	13187			11	631801
10	13217			19	631802
n	13207			18	631803
n	13193			11	631804
n	13194			11	631805
10	13182			11	631806
**	13219			19	631807
11	13181			11	631808
78	13215			18	631809
19	13184			#	631810
11	13187			19	631811
19	13210			18	631812
**	13178			11	631813
11	13175			17	631814
**	13222			15	631815
**	13182			11	631816
n	13193			11	631817
11	13178			11	631818
t#	13178			11	631819
11	13187			11	631820
11	13107	•		17	631821
n	13196	1	•	11	631822
11	13219			**	631823
78	13213	J		18	631824
11	13192	q		11	631825
11	13180	•		F1	63182 6
11	13100	,		11	631827
11				19	631828
**	13195	0		10	631829
11	13211			11	631830
79	13183			10	631831
u	13221			**	631832
11	13209			11	631833
25	13190			**	631834
		_			00100x

Orig	inal Identifying	N	ew I	dentifying
	and Number	М	ark	and Number
R.I.		R	.I.	631835
n	13190 9		19	63183 6
11	132240		**	631837
n	132168		11	631838
11	132050		19	631839
77	131876		19	631840
11	132102		11	631841
11	131899		**	631842
11	131806		11	631843
19	132216		11	631844
21	132080		19	631845
11	132181		11	63184 6
H	131894	•	11	631847
17	131802		11	63184 8
19	131832		11	631849
11	131933		11	631850
11	132161		11	631851
11	132231		19	63185 2
11	131772		11	631853
#	132017		11	631854
11	131970		**	631855
11	132191		11	63185 6
tt	132165		11	631857
17	132185		11	63185 8
11	131816		11	63185 9
11	131812		"	631860
79	131978		11	631861
17	131822		11	6318 62
n	131947		71	63186 3
n	132245		11	631864
11	131880		11	631865
11	132159		11	631866
11			11	6318 67
11	13180 8		11	631868
19	132003		11	631869
16	132218		**	631870
H	132117		11	631871
11	132183		18	631872
11	131792		11	631873
19	131844		11	631874
17	131945		11	631875
18	131794		18	6318 76
19	132033		17	631877

	inal Identifying and Number	New Identifying Mark and Number
R.I.	132132	R.I. 631878
н	132144	" 631879
11	132042	" 63188 0
10	131881	" 631881
19	132190	" 63188 2
11	132036	" 63188 3
110	132198	" 63188 4
10	132008	" 63188 5
44	132247	" 63188 6
19	131915	" 63188 7
16	132131	" 63188 8
18	13195 6	" <u>631889</u>
11	36117	" 53600 0
11	3608 2	" 5360 01
11	36048	" 53600 2
17	3 6236	" 536 003
11	36230	" 5360 04
19	3628 6	" 5360 05
17	36242	" 5360 06
11	36007	" 53600 7
19	3628 7	" 536008
10	3628 8	" 53600 9 ⁄
18	36083	" 53601 0
It	3616 0	" 536011
11	36168	" 53601 2
11	36184	" 53601 3
11	3628 2	" 536014
19	36280	" 53601 5
10	36191	" 53601 6
11	36239	" 536017
11	36174	" 53601 8
***	36125	" 5360 19
11	3609 3	" 53602 0
11	36 266	" 536C 21
17	36244	" 53602 2
19	36247	" 5360 23
11	36198	" 536024
11	3606 3	" 53602 5
11	3626 0	" 53602 6
18	3626 3	" 5360 27
11	3626 5	" 536028
11	361 78	" 5360 29
19	3627 9	" 53603 0
		" 5360 31

	nal Identifying and Number		Identifying and Number
R.I.	36176 36059	R.I.	536032 536033
n	36095	11	536034
18	36147	11	53603 5
n	36290	11	53603 6
m	36221	n	5360 37
**	36271	n	536038
n	36240	11	53603 9
11	36043	11	53604 0
11	36255	11	536041
11	36092	19	536C42
**	36248	n	5360 43
11	36148	17	536C44
11	3620 2	11	53604 5
n	102144	ri	6021.00
71	102144	19	6021.01

Interstate Commerce Commission

Washington, **B.C.** 20423

OFFICE OF THE SECRETARY

5/1/80

Charles T. Kappler, Esq. Alvord & Alvord 200 World Center Building Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act,49 U.S.C. 11303, on **5/1/80** at 1:20pm , and assigned rerecordation number(s). 6645-B, 6646-B

Sincerely yours,

agatha X Muyenerica Agatha L. Mergenovich

Secretary

Enclosure(s)

MAY 1 1980 - 1 22 PAI

STATEMENT OF NEW ROAD MARKS

INTERSTATE COMMERCE COMMISSION

This Statement of New Road Marks dated as of April 29, 1980 is hereby submitted by United States Leasing International, Inc.

Recitals:

- A. ACF Industries, Incorporated and Ortner Freight Car Company, as Manufacturers; Trust Company for USL, Inc., as Trustee; and United States Leasing International, Inc., as Agent for the Trustee entered into a Conditional Sale Agreement dated as of May 1, 1972 covering 500 100-ton covered hopper cars with identifying marks and numbers RI 131750 to 132249, both inclusive; 300 70-ton 50 ft. all-steel sheath box cars with identifying marks and numbers RI 36000 to 36299, both inclusive; and 100 100-ton open hopper cars with identifying marks and numbers RI 102100 to 102199, both inclusive. Said Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission on June 26, 1972 under Recordation No. 6645.
- B. Trust Company for USL, Inc., as Lessor; United States Leasing International, Inc., as Agent for Lessor; and Chicago, Rock Island and Pacific Railroad Company, as Lessee entered into an Equipment Lease dated as of May 1, 1972 covering 500 100-ton covered hopper cars with identifying marks and numbers RI 131750 to 132249, both inclusive; 300 70-ton 50 ft. all-steel sheath box cars with identifying marks and numbers RI 36000 to 36299, both inclusive; and 100 100-ton open hopper cars with identifying marks and numbers RI 102100 to 102199, both inclusive. Said Equipment Lease was filed and recorded with the Interstate Commerce Commission on June 26, 1972 under Recordation No. 6646.

Now, Therefore:

United States Leasing International, Inc. hereby changes the identifying marks on the cars as follows:

See Exhibit A attached hereto.

Page Two

This Statement of New Road Marks becomes effective on the date of filing with Interstate Commerce Commission pursuant to the provisions of Section 20(c) of the Interstate Commerce Act.

UNITED STATES LEASING INTERNATIONAL, INC.

Ву

Assistant Vice President

Attest:

Assistant Secretary

State of California)
City and County of) SS:
San Francisco)

On this 29th day of April, 1980, before me, personally appeared Desa V. Wakeman, to me personally known, who being by me duly sworn, says that she is the Assistant Vice President of United States Leasing International, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

My commission expires:

EXHIBIT A TO THE STATEMENT OF NEW ROAD MARKS DATED AS OF APRIL 29, 1980

	ginal Identifying k and Number		Identifying and Number
R.I.	. 131807	R.I.	631750
11	131882	H	631751
11	132054	H	631752
18	132069	11	631753
11	132204	11	631754
н	131852	11	63175 5
11	132058	n	63175 6
**	132195	11	631757
11	132223	n	631758
11	13196 9	II .	631759
17	131976	n	631760
11	132108	11	631761
17	132248	11	631762
н	132066	11	631763
11	132232	11	631764
11	131779	H	631765
11	132208	TE	63176 6
11	132202	п	631767
11	131838	п	631768
11	1318 97	11	631769
11	132046	н	631770
11	132157	II.	631771
11	13183 3	11	6317 72
11	132152	II.	631773
11	131834	H	631774
11	132219	11	631775
11	132109	rı .	631776
11	132221	11	631777
1)	131903	"	631778
11	132078	11	631779
11	13213 0	11	63178 0
11	131776 .	71	63178 1
11	13192 0	"	63178 2
**	131764	Ħ	631783
11	131927	11	631784
11	132010	71	631785
11	132150	n	63178 6
11	132177	ti	631.787
11	132079	II.	63178 8
11	13192 3	"	631789
11	131979	11	63179 0

	inal Identifying	New Identifying
Mark	and Number	Mark and Number
R.I.	121055	D T (21701
и.т.	131855	R.I. 631791
11	131788	031/92
11	132096	031/93
	132088	" 63179 4
" "	131884	" 631795
17	131809	" 631796
11	131925	" 631797
	132094	" 631798
11	132243	" 631799
"	132230	" 631800
"	131870	" 631801
"	132173	" 631802
11	132074	" 6318 03
"	131939	" 631804
n	131948	" 631805
11	131826	" 631806
11	132193	" 631807
***	131815	" 63180 8
11	132158	" 631809
11	131849	" 631810
	131878	" 631811
11	132100	" 6318 12
11	131787	" 631813
	131854	" 631814
11	132222	" 631815
11	131828	" 631816
"	131932	" 6318 1 7
	131781	" 631818
15	131780	" 631819
11	131877	" 631820
17		" 631821
11	131961	" 63182 2
11	132196	" 63182 3
11		631824
11	131929	" 631825
11	131805	" 63182 6
11		" 631827
11		" 63182 8
11	13195 0	" 631829
11	132114	" 63183 0
11	131837	" 631831
11	132215	" 63183 2
11	132090	" 631833
11	131901	" 631834

Original Identifying	New Identifying
Mark and Number	Mark and Number
	D T 621625
R.I.	R.I. 631835
131707	021030
132240	031037
132100	021620
132030	" 6318 39 " 6318 40
131010	
132102	031641
131077	" 63184 2 " 63184 3
131000	631844
132210	" 631845
" 13208 0 " 1321 81	" 6318 46
" 131894	" 631847
" 131802	" 631848
" 131832	" 63184 9
" 131933	" 631850
" 132161	" 631851
" 132231	" 63185 2
" 131772	" 63185 3
" 132017	" 631854
" 131970	" 631855
" 132191	" 63185 6
" 132165	" 631857
" 132185	" 631858
" 131816	" 631859
" 131812	" 631860
" 131978	" 631861
" 131822	" 63186 2
" 131947	" 63186 3
" 132245	" 631864
" 131880	" 63186 5
" 132159	" 63186 6
II	" 6318 67
" 13180 8	" 63186 8
" 13200 3	" 63186 9
" 132218	" 631870
" 132117	" 631871
" 132183	" 63187 2
" 13179 2	" 63187 3
" 131844	" 63187 4
" 131945	" 6318 75
" 131794	" 6318 76
" 132033	" 63187 7

	inal Identifying and Number		Identifying and Number
R.I.	132132	R.I.	631878
11.	132144	11	631879
н	132042	11	631880
11	131881	11	631881
11	132190	rı	631882
11	132036	**	631883
n	132198	11	631884
11	132008	11	631885
11	132247	н	631886
11	131915	11	631887
11	132131	11	631888
п	131956	11	631889
11	36117	11	536000
n	36082	11	536001
н	36048	11	536002
n	36236	11	5360 03
**	36230	н	536004
11	36286	11	536005
11	3624 2	11	53600 6
11	36007	11	5360 07
11	36287	11	536008
H	36288	n	536009
11	36083	11	536010
n	36160	11	536011
13	36168	*11	536012
n	36184	11	536013
11	36282	11	536014
rı	36280	11	536015
**	36191	11	536016
n	36239	**	536017
n	36174	11	536018
11	36125	11	536019
11	36093	19	536020
11	36266	11	536021
11	36244	11	536022
n	36247	11	536023
11	36198	11	536024
11	36063	11	536025
n	36260	11	53602 5
11	36263	H	536027
11	36265	11	536028
11	36178	11	5360 29
11	36279	11	53603 0
н	36025	11	536031

Page 5

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_	nal Identifying and Number		Identifying and Number
R.I.	36176 36059 36095 36147 36290 36221 36271 36240 36043 36055 36092	R.I.	536032 536033 536034 536035 536036 536037 536038 536039 536040 536041 536042 536043
11 11 11	36148 3620 2 102144 102106	n n	536044 536045 602100 602101